

AMENDMENT NO. 1
TO ILLINOIS INTERCONNECTION AGREEMENT

By and Between

AMERITECH ILLINOIS

AND

VECTRIS TELECOM. INC.

The Interconnection Agreement (“the Agreement”) by and between Ameritech Illinois (“Ameritech”) and Vectris Telecom, Inc. (“CLEC”) is hereby amended as follows:

(1) Appendix HFPL, attached hereto and incorporated herein, is hereby added to the Agreement.

(2) Appendix Pricing is amended to add pricing for Surrogate Line Sharing pursuant to the Appendix Merger Conditions, Section 10.1 contained within the Agreement and to add pricing associated with HFPL.

(3) This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, contains a termination date specific to the FCC Appendix adopted into the Interconnection Agreement which may or may not be coterminous with the underlying Agreement.

(4) EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT, and such terms are hereby incorporated by reference and the Parties hereby reaffirm the terms and provisions thereof.

(5) This Amendment is made solely for purposes of compliance with Paragraph 21 of the SBC/Ameritech Merger Conditions. The rates added in this Amendment are interim rates effective pending the approval of state-specific rates for removal of load coils, bridged tap, and/or voice-grade repeaters where such rates have not been approved by the state commission. These interim rates are subject to true-up based on the final approval of state-specific rates.

(6) This Amendment shall be filed with and is subject to approval by the Illinois Commerce Commission (“ICC”).

IN WITNESS WHEREOF, this Amendment to the Agreement was executed in triplicate on this _____ day of _____, 2000, by Ameritech, signing by and through its duly authorized representative, and CLEC, signing by and through its duly authorized representative.

Vectris Telecom, Inc.

Ameritech Illinois

**By: SBC Telecommunications, Inc.,
Its authorized agent**

By: _____

By: _____

Title: _____

Title: President – Industry Markets

Name: _____
(Print or Type)

Name: _____
(Print or Type)

Date: _____

Date: _____

On January 25, 1999, the United States Supreme Court issued its opinion in *AT&T Corp. v. Iowa Utilities Board*, 119 S. Ct. 721 (1999) and on June 1, 1999, the United States Supreme Court issued its opinion in *Ameritech v. FCC*, No. 98-1381, 1999 WL 116994, 1999 Lexis 3671 (June 1, 1999). In addition, on July 18, 2000, the United States Court of Appeals for the Eighth Circuit issued its opinion in *Iowa Utilities Board v. FCC*, No. 96-3321, 2000 Lexis 17234 (July 18, 1999). In addition, on November 5, 1999, the FCC issued its Third Report and Order and Fourth Further Notice of Proposed Rulemaking in CC Docket No. 96-96 (FCC 99-238), including the FCC's Supplemental Order issued *In the Matter of the Local Competition Provisions of the Telecommunications Act of 1996*, in CC Docket No. 96-98 (FCC 99-370) (rel. November 24, 1999), portions of which become effective thirty (30) days following publication of such Order in the Federal Register (February 17, 2000) and other portions of which become effective 120 days following publication of such Order in the Federal Register (May 17, 2000). By executing this amendment, Ameritech Illinois does not waive any of its rights, remedies or arguments with respect to such decisions and any remands thereof, including its right to seek legal review or a stay of such decisions, or its rights under Section 21.1 of the Interconnection Agreement between Vectris Telecom, Inc. and Ameritech Illinois.